

EXHIBIT 1

**UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS**

GERALD RABY, Individually and on
behalf of all others similarly situated,

Plaintiff,

v.

EVOLV TECHNOLOGIES HOLDINGS,
INC. F/K/A NEWHOLD INVESTMENT
CORP., PETER GEORGE, MARIO
RAMOS, MARK DONOHUE, KEVIN
CHARLTON, and ADAM DEUTSCH,

Defendants.

Case No. 1:24-cv-10761-ADB

**DECLARATION OF ROBERT FALK IN SUPPORT OF HIS REPLY
MEMORANDUM OF LAW IN RESPONSE TO THE OKLAHOMA POLICE
PENSION AND RETIREMENT SYSTEM'S OPPOSITION TO
COMPETING MOTIONS FOR LEAD PLAINTIFF**

I, Robert Falk, pursuant to 28 U.S.C. § 1746, declare as follows:

1. I submit this declaration in further support of my request to be appointed lead plaintiff and to respond to certain statements made by the Oklahoma Police Pension and Retirement System (the “Retirement System”) in its bid for a lead counsel position. I am informed of and understand the requirements and duties imposed by the Private Securities Litigation Reform Act of 1995 (“PSLRA”) and maintain that I am ideally suited to serve as lead plaintiff in this action.

2. I have over 25 years of experience in the detection and security inspection industries. I hold degrees in Mechanical Engineering and International Business Management. I am currently retired, but I formerly worked for Evolv Technologies, Inc. (“Legacy Evolv”) as the Director of International Sales before leaving *in early 2019*.

3. Contrary to the assertions made by the Retirement System, I do not have nor did I rely on any non-public information regarding the Evolv Express product. I did not work on the development of Evolv Express. I am not aware of any non-public information I received about the capabilities of Evolv Express. I did not interact with any prototype of Evolv Express. While I was with Legacy Evolv, their primary product was the Evolv Edge and that is the product I sold.

4. Also, contrary to the suggestion made by the Retirement System, I do not have an ongoing relationship with any of the defendant executives in this action. I have never personally met any of the executive defendants. To the best of my recollection, Mr. George was the Chief Executive Officer of Legacy Evolv for a couple of months at the end of my time at Legacy Evolv, and he organized some conference calls with me and other salespeople. I do not presently have and never had an ongoing close relationship with Mr. George. As I am now retired, I am not beholden to the defendant executives. I am pursuing this action because I believe the defendant executives misled me and the public and believe that my insight will benefit the class.

5. I did interact with the founders of Legacy Evolv, Michael Ellenbogen and Anil Chitkara, frequently while I worked there. However, I do not have an ongoing close relationship with them. I followed Michael Ellenbogen and Anil Chitkara on Twitter n/k/a X when I was working for Legacy Evolv. There is nothing unusual about this practice. And my prior interaction with Michael Ellenbogen and Anil Chitkara will not deter me from seeking to maximize the recovery for the class if I am appointed lead plaintiff.

6. I believe that the securities class action against Evolv Technologies Holdings, Inc. f/k/a NewHold Investment Corp. (“Evolv”) is meritorious and should be led by an investor that is committed to maximizing the recovery on behalf of the class. I suffered a substantial loss on my investments in Evolv securities, and I have the ability, competency and time to oversee this litigation to a successful conclusion. It is for this reason that I decided to seek appointment as lead plaintiff in this action.

7. I understand the requirements and duties imposed by the PSLRA. I understand the responsibilities of being a lead plaintiff, including my fiduciary duty to the class. I understand that if I am appointed as lead plaintiff, I will owe a duty to all members of the putative class to provide fair and adequate representation and to work with counsel to obtain the best possible recovery in good faith and with vigorous advocacy. I am committed to the prosecution of this case and will remain actively involved.

8. I have selected counsel in this action based upon their experience and am confident in their ability to work with me to protect the interest of the class. I understand that one of my primary responsibilities will be overseeing counsel and thereby ensuring that the litigation is handled efficiently, and that the resulting fees and expenses are fair and reasonable, relative to the size, complexity, and risk of the litigation. I will continue to supervise counsel and actively oversee

the prosecution of this action for the benefit of the class by, among other things, reviewing pleadings, instructing counsel, and/or attending hearings, as necessary.

9. I understand that, as the lead plaintiff in this action, I will be subject to the jurisdiction of the Court and will be bound by all rulings by the Court, including rulings regarding any judgments.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on June 17, 2024.

Robert Falk

Robert Falk